

THE COMPANIES ACTS

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

STEP CHANGE IN SAFETY LIMITED

GENERAL

- 1 (1) In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
Application Class	shall have the meaning ascribed to it in Article 9.
Application Form	shall have the meaning ascribed to it in Article 9.
these Articles	these Articles of Association and the regulations of the Association as altered from time to time and the expressions "this Article" and "this Regulation" shall be construed accordingly.
the Association	Step Change in Safety Limited.
Auditors	the duly appointed auditors of the Association from time to time.
the Board	the Board of the Association or the members of that Board present at a duly convened meeting of the Board at which a quorum is present.

WORDS

MEANINGS

the Companies Acts

the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association.

Executive Director

the Executive Director officer of the Association, appointed by the Board in accordance with Article 56.

Deputy Operator Co-Chair

the person appointed as the deputy operator co-chair of the Leadership Team from time to time.

Deputy Contractor Co-Chair

the person appointed as the deputy Contractor co-chair of the Leadership Team from time to time.

the Industry

the upstream United Kingdom oil and gas industry.

Leadership Team

the leadership team of the Association as constituted from time to time.

Member

such persons as are admitted to membership of the Association.

month

calendar month.

Notice of Appeal

shall have the meaning ascribed to it in Article 12.

Notice of Rejection

shall have the meaning ascribed to it in Article 11(2).

Notice of Termination

shall have the meaning ascribed to it in Article 15(4).

the Office

the registered office of the Association.

Operator Co-Chair

the person appointed as the operator co-chair of the Leadership Team from time to time.

Petroleum

as defined in The Petroleum Act 1998.

Regulator Board Member

shall have the meaning ascribed to it in Article 39(1).

WORDS

MEANINGS

Regulator Member	shall have the meaning ascribed to it in Article 8(1)(c).
Contractor Co-Chair	the person appointed as the Contractor co-chair of the Leadership Team from time to time.
Termination Notice of Appeal	shall have the meaning ascribed to it in Article 16.
Trade Union Board Member	shall have the meaning ascribed to it in Article 39(2).
Trade Union Member	shall have the meaning ascribed to it in Article 8(1)(d).
the United Kingdom	Great Britain and Northern Ireland.
in writing	any method of representing or reproducing words in a legible and non-transitory form (including but without limitation by electronic means).
Year	a period of twelve calendar months.

- (2) Any words importing the singular number only shall include the plural number, and vice versa.
- (3) Words importing one gender only shall include all genders.
- (4) Words importing persons shall include corporations.
- (5) Subject as aforesaid, any words or expressions to which a particular meaning is given by the Companies Acts in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles or that part (as the case may be).
- (6) Headings and notes are included for convenience only and shall not affect construction.

OBJECT AND POWERS

- 2 The objects for which the Association is established are to deliver continuous improvements in the Industry's process, personal and transport safety performance and any matters reasonably ancillary thereto.
- 3 Subject to the provisions of Article 4, the Association shall have the power to do all things incidental or conducive to the objects set out in Article 2, and further, it shall specifically have the following powers:-
 - (1) to promote and organise co-operation in the achievement of the objects set out in Article 2 and to that end to bring together individuals and representatives of relevant authorities and bodies and to co-operate with any other body;
 - (2) to obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, grants, loans any other lawful method, and to take, accept and receive legacies, gifts and bequests of property of any description (and whether subject to any special trust or not), and to issue and make appeals and to take such other steps as may be required for the purpose of procuring contributions to the funds of the Company by way of donations, affiliation fees, subscriptions, grants, loans, legacies, gifts and bequests of any property (whether subject to any special trust or not) and any other lawful method;
 - (3) to act as a source of information and advice to its Members, central government, local authorities, universities and other organisations both nationally and internationally;
 - (4) to promote, encourage and / or facilitate research into, and the study of matters connected in any way with, the objects set out in Article 2;
 - (5) to gather, produce and distribute information; and
 - (6) to publish newspapers, periodicals, books, leaflets, reports and other publications and to present, promote, organise, provide, manage and produce films, broadcasts, meetings, seminars, classes, courses, lectures and exhibitions, whether on the premises of the Association or elsewhere, and to levy such charges as the Board may think fit in connection with the foregoing.
- 4
 - (1) The income and property of the Association shall be applied solely towards promoting the objects set out in Article 2.
 - (2) No part of the income or property of the Association shall be paid or transferred (directly or indirectly) to the Members of the Association, whether by dividend, bonus or otherwise.
 - (3) No director of the Association (other than the Executive Director) shall be appointed as a paid employee of the Association; no director (other than the Executive Director) shall hold any office under the Association for which a salary or fee is payable.

- (4) If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all the Association's debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other body or bodies having objects similar to the objects set out in Article 2 or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto, and which prohibits or prohibit the distribution of its or their income and property to its or their members to an extent at least as great as is imposed on the Association under or by virtue of this Article 4, such body or bodies to be determined by the Members at the time of dissolution, and in so far as effect cannot be given to the aforesaid provision, then to some other charitable object.

MEMBERS

- 5 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall be Members.
- 6 The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:-
- (1) payment of the company's debts and liabilities contracted before he ceases to be a Member;
 - (2) payment of the costs, charges and expenses of winding up, and
 - (3) adjustment of the rights of the contributories among themselves.
- 7 Save as hereinafter provided in relation to the appointment of representatives, the rights of every Member shall be personal to itself and shall not be transferable, transmissible or chargeable by its own act, by operation of law or otherwise.

CLASSES OF MEMBERSHIP

- 8 The Association shall have the following classes of membership:
- (1) Ordinary Membership, available to:
 - (a) bodies corporate which operate on their own behalf or act as operating companies on behalf of others in the exploitation of and or production of Petroleum pursuant to a production licence within the Industry;
 - (b) membership available to bodies corporate which are primarily concerned with the business of supplying goods and/or services to other bodies corporate which are engaged in the Industry;

- (c) the Industry's prime safety regulator, the Energy Division of the Health and Safety Executive and any successor to it (each such regulator being a **"Regulator Member"**);
 - (d) trade unions recognised by bodies corporate as stakeholders which operate in the Industry (each such trade union being a **"Trade Union Member"**);
 - (e) trade associations active in the Industry;
 - (f) any regulatory-type body active in, and / or primarily concerned with, the Industry; and
- (2) Associate Membership, available to bodies corporate which satisfy the criteria determined by the Board from time to time and otherwise in accordance with the provisions of these Articles.

APPLICATIONS FOR MEMBERSHIP

- 9 Any person who wishes to become a Member shall either deliver to the Association a duly executed application for membership of the Association, framed in such terms as the Board shall from time to time prescribe (**"Application Form"**), which sets out the class of membership which the applicant wishes to apply for (**"Application Class"**) or pay to the Association the applicable membership fee in accordance with Article 19 which the Board may, at its discretion, accept as a valid application for membership of the Association and the Application Class to which the membership fee paid is relevant.
- 10 Upon receipt of a duly executed Application Form or an applicable membership fee in either case in accordance with Article 9, the Executive Director shall consider and may either accept such application and admit the applicant to membership of the relevant Application Class or may, in his absolute discretion, and without assigning any reason, decline such application.
- 11 The Board shall procure that the Executive Director gives notice in writing to each applicant of the Executive Director's determination within 30 days of the date on which the Executive Director receives that applicant's Application Form. If in relation to any particular applicant:-
- (1) the Executive Director accepts such application, the Executive Director shall promptly notify the Board of his determination and of the Application Class to which such applicant is to be admitted, and the Board shall procure that such applicant is promptly admitted into that Application Class; or
 - (2) the Executive Director declines such application, the Executive Director shall promptly notify the Board of his determination and the Board shall procure that the Executive Director gives written notice to the applicant of the his determination (**"Notice of Rejection"**).

APPEAL OF REJECTION OF MEMBERSHIP APPLICATION

- 12 If an applicant receives a Notice of Rejection it may appeal the Executive Director's determination to the Board by submitting a notice of appeal ("**Notice of Appeal**") to the Board within 30 days of the date on which the Executive Director issued the Notice of Rejection, setting out the basis on which the applicant considers that their application should have been accepted by the Executive Director.
- 13 Upon receipt of a Notice of Appeal, the Board shall consider and may either accept such appeal and admit the applicant to membership of the relevant Application Class or may, in its absolute discretion, and without assigning any reason, decline such appeal.
- 14 If in relation to any particular applicant:-
- (1) the Board accepts such appeal, the Board shall procure that such applicant is promptly admitted into that Application Class; or
 - (2) the Board declines such appeal, the Board shall procure that the Executive Director gives written notice to the applicant of the Board's determination.

TERMINATION OF MEMBERSHIP

- 15 A Member shall immediately cease to be a Member upon the happening of any one of the following events:
- (1) the delivery to the Board at the Office of a notice in writing by that Member resigning as a Member;
 - (2) if the Member shall go into liquidation or have a receiver or a manager or a receiver and manager appointed of its undertaking and assets or any part thereof;
 - (3) if it shall not pay, within three months after the Association shall have served it with notice in writing requiring payment thereof, any moneys due to the Association and the Board resolves that its membership be terminated;
 - (4) if, in the opinion of the Leadership Team, its conduct shall be calculated in any respect to be prejudicial to the interests of the Association or of its Members collectively or of the Industry and it shall fail to remedy such conduct to the satisfaction of the Leadership Team within one month after such notice in writing requiring it to do so shall have been served upon it by the Association ("**Notice of Termination**") and the Leadership Team resolving thereafter that its membership of the Association be terminated; or
 - (5) the Association, by ordinary resolution passed at a General Meeting, resolving to terminate the membership of the Member on the grounds that such Member has brought the Association or the objects of the Association into disrepute.

APPEAL OF TERMINATION OF MEMBERSHIP

- 16 In the event that a Member receives a Notice of Termination it may, within 28 days, submit a notice of appeal (“**Termination Notice of Appeal**”) to the Executive Director, setting out the reasons for which the Member considers that the basis of the termination of its membership of the Association is incorrect.
- 17 Upon receipt of a Termination Notice of Appeal, the Board shall consider and may either accept such appeal and admit the re-admit the appellant into the applicable class of membership of the Association or may, in its absolute discretion, and without assigning any reason, decline such appeal.
- 18 If in relation to any particular applicant:-
- (1) the Board accepts such appeal, the Board shall procure that such appellant is promptly re-admitted into the applicable Application Class; or
 - (2) the Board declines such appeal, the Board shall procure that the Executive Director gives written notice to the appellant of the Board’s determination .

MEMBER SUBSCRIPTIONS

- 19 Every Member shall pay to the Association an annual subscription. Different rates of annual subscription may be fixed for different classes of membership of the Association and for different sizes of organisations. The rate or rates of annual subscriptions payable by the Members, the subscription year of the Association and the subscription payment date or dates shall each be fixed by the Board.
- 20 Any Member who ceases (for whatever reason) to be a Member shall not be entitled to any refund (in whole or in part) of any subscription paid by that Member to the Association.

MEETINGS OF MEMBERS

- 21 The Association shall, in each year, hold a general meeting as the Associations’ annual general meeting in addition to any other general meeting of the Association held in that year, and the Association shall specify the general meeting as the annual general meeting in the notice calling it. Each such annual general meeting shall be held at such time and place as the Board shall appoint.
- 22 The Board may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Companies Acts.

NOTICE OF GENERAL MEETINGS

- 23 All general meetings and all other meetings of the Members provided for in these Articles shall be called by not less than fourteen clear days' notice in writing. The notice shall specify the place, day and time of the meeting, the general nature of the business to be transacted and in the case of a resolution submitted by the Board, a copy of the resolution. Notice shall be given in a manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Companies Acts entitled to receive such notices from the Association.
- 24 Notwithstanding that a general meeting is called by shorter notice than that specified in Article 23, it shall be deemed to have been properly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the Members.
- 25 The accidental omission to give notice of a general meeting to, or the non receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolutions passed or proceedings at any general meeting of the Association.

QUORUM

- 26 No business shall be transacted at any general meeting unless a quorum of Members is present when the general meeting proceeds to business. Save as herein otherwise provided, ten Members for the time being entitled to attend and vote at the general meeting shall constitute a quorum.
- 27 If the Members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 28 When adjourning a general meeting, the chairman of the meeting must:-
- (1) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board, and
 - (2) have regard to any Directions as to the time and place of any adjournment which have been given by the meeting.
- 29 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):-
- (1) to the same persons to whom notice of the Association's general meetings is required to be given, and
 - (2) containing the same information which such notice is required to contain.

- 30 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

- 31 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll be demanded. Subject to the Companies Acts, a poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least two Members present in person or by proxy,

and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

- 32 If a poll is duly demanded it shall be taken in such manner and at such time as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

VOTES OF MEMBERS

- 33 Except as expressly provided for in these Articles, on a show of hands and on a poll every Member present in person or by proxy shall be entitled to one vote.

- 34 At any general meeting a Member shall vote by its duly authorised representative who at such general meeting shall be deemed to be a Member present in person and shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a Member on its behalf.

- 35 For the purposes of this Article 35, the duly authorised representative shall be a director or other suitable senior representative of the Member nominated by the Member and notified to the Association, or his alternate nominated and notified in a like manner.

- 36 An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign it.

- 37 The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office (or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any notice of any adjournment or, in

either case, in any accompanying document) not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than twenty four hours before the time appointed for the taking of the poll.

ASSOCIATE MEMBERS – NOTICE OF, VOTING AT AND BUSINESS AT GENERAL MEETINGS

- 38 Notwithstanding any other provision of these Articles, any person admitted as an Associate Member shall be entitled to receive notice of and attend a general meeting of the Association but shall not be entitled to vote at, nor bring any business before, any general meeting of the Association and references to “Member” throughout these Articles shall be construed accordingly.

THE BOARD

- 39 The Board shall consist of up to ten persons and shall be constituted as follows:

- (1) one representative of the Regulator Members (“**Regulator Board Member**”);
- (2) one representative of the Trade Union Members (“**Trade Union Board Member**”);
- (3) the Executive Director;
- (4) the Operator Co-Chair;
- (5) the Contractor Co-Chair;
- (6) the Deputy Operator Co-Chair;
- (7) the Deputy Contractor Co-Chair;
- (8) two non-executive directors,

but where the maximum number of officers in any of the aforementioned classes has not been utilised, the Board shall, using its discretion, determine when any vacancy shall be filled.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 40 The office of a member of the Board shall be vacated in any one of the events following, namely:

- (1) if he shall resign his office by writing left at the Office;

- (2) if the Member of which he is a director or senior executive ceases to be a Member of, or eligible for membership of, the Association in accordance with these Articles; or
- (3) if he shall be removed from office pursuant to any provision of these Articles or of the Companies Acts.

POWERS OF THE BOARD

- 41 The business of the Association shall be managed by the Board, which may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in general meeting subject, nevertheless, to any regulation of these Articles, to the provisions Companies Acts, and to the terms of any resolution, being not inconsistent with the aforesaid regulations (other than this Article 41) or provisions, as may be passed by the Association in general meeting, but no resolution by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.
- 42 The members for the time being of the Board may act notwithstanding any vacancy in their body.

PROCEEDINGS OF THE BOARD

QUORUM AND VOTING

- 43 The quorum necessary for the transaction of the business of the Board shall be five, made up of the Executive Director and any four other Board Members. Subject to the provisions of these Articles, any person who ceases to be a Board member at a Board meeting may continue to be present and to act as a Board member and be counted in the quorum until the termination of the Board meeting if no other Board member objects and if otherwise a quorum would not be present. A meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board.
- 44 In any meeting of the Board at which a quorum is present, the members of the Board shall endeavour to reach consensus on any matter to be decided as a resolution of the Board.

MEETINGS OF THE BOARD

- 45 The Board will meet together for the despatch of business at least four times in every year. At least one such meeting shall be held on or around 15 January of each year in order for the Board to consider the Proposed Budget. The Executive Director shall at any time summon additional meetings of the Board.
- 46 A resolution in writing signed by all the members for the time being of the Board or any committee or sub-committee of the Board who are duly entitled to receive notice of a meeting

of the Board or of such committee or sub-committee shall be as valid and effectual as if it has been passed at a meeting of the Board or of such committee or sub-committee duly convened and constituted. The resolution may be contained in one document or in several documents in like form each executed by one or more of the members of the Board or the committee or sub-committee concerned.

ALTERNATE MEMBERS OF THE BOARD

- 47 Any member of the Board (other than an alternate member of the Board) may appoint any other member of the Board, or any other person approved by resolution of the members of the Board and willing to act, to be an alternate member of the Board and may remove from office an alternate member of the Board so appointed by him.
- 48 An alternate member of the Board may act as alternate to more than one member of the Board and is entitled at a meeting of the Board to one vote for every member of the Board that he acts as alternate for in addition to his own vote (if any) as a member of the Board, but an alternate member of the Board counts as only one member of the Board in determining whether a quorum is present.
- 49 An alternate member of the Board is entitled to receive notice of all meetings of the Board of which his appointor is a member; to attend and vote at any such meeting at which the member of the Board appointing him is not personally present; and generally to perform all the functions of his appointor as a member of the Board in his appointor's absence. It is not necessary to give notice of such a meeting to an alternate member of the Board who is absent from the United Kingdom.
- 50 An alternate member of the Board shall cease to be an alternate member of the Board if his appointor ceases to be a member of the Board.
- 51 Any appointment or removal of an alternative member of the Board shall be by notice to the Association signed by the member of the Board making or revoking the appointment or in any other manner approved by the Board.

DIRECTORS INTERESTS

- 52 A director who has a personal interest in any transaction or other arrangement with the Association which the Association is proposing to enter into, must declare that interest at a meeting of the directors; he / she will be debarred from voting on the question of whether or not the Association should enter into that arrangement.
- 53 For the purposes of Article 54, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his / hers or any firm of which he / she is a partner or any limited company of which he / she is a substantial shareholder or director (or any other party who / which is deemed to be connected with him / her for the purposes of the Companies Act), has a personal interest in that arrangement.

54 Provided that:

- (1) a director has declared his / her interest; and
- (2) he / she has not voted on the question of whether or not the Association should enter into the relevant arrangement,

a director will not be debarred from entering into an arrangement with a company in which he / she has a personal interest and may retain any personal benefit he / she gains from his / her participation in that arrangement.

TERMINATION OF DIRECTORSHIP

55 A member of the Board shall cease to act as a member of the Board and any Member of which he is a director or senior executive shall endeavour to procure that he shall tender his resignation from the Board in any one of the following events, namely:

- (1) if he shall cease for any reason to be a director or senior executive of the Member for which he was a director or senior executive on the date of his appointment; and/or
- (2) if he shall hold any place of profit under the Association, other than as Executive Director; and/or
- (3) if he shall become prohibited from acting by reason of any order made under the provisions of the Companies Acts; and/or
- (4) if he shall cease to be the Executive Director, the Operator Co-Chair, the Deputy Operator Co-Chair, the Contractor Co-Chair or the Deputy Contractor Co-Chair (as applicable); and/or
- (5) in these or any other circumstances in which a member of the Board ceases to act as a member of the Board, the Board shall appoint a replacement as soon as practicable thereafter so that the Board is comprised of the maximum number of members permitted in accordance with Article 39 and on the basis that: (a) if that member of the Board was a Regulator Board Member, his replacement shall be a representative of the Regulator Members; (b) if that member of the Board was a Trade Union Member, his replacement shall be a representative of the Trade Union Members; and (c) if that member of the Board was the Executive Director, the Operator Co-Chair, the Deputy Operator Co-Chair, the Contractor Co-Chair or the Deputy Contractor Co-Chair, his replacement shall be the new Executive Director, the Operator Co-Chair, the Deputy Operator Co-Chair, the Contractor Co-Chair or the Deputy Contractor Co-Chair (as applicable).

EXECUTIVE DIRECTOR

- 56 The Board may from time to time appoint any person to the office of Executive Director for such term and upon such conditions as it may think fit and may at any time revoke such appointment. In particular, the Executive Director shall receive such remuneration as the Board may determine from time to time.
- 57 The Executive Director shall be a member of the Board and shall be entitled to vote at meetings of the Board but for the avoidance of doubt the Executive Director cannot be a Member.
- 58 The Board may entrust to and confer upon any Executive Director appointed pursuant to Article 56 any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as they think fit either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary any of such powers.

ACCOUNTS

- 59 The Board shall cause proper books of account to be kept with respect to
- (1) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (2) all sales and purchases of goods by the Association; and
 - (3) the assets and liabilities of the Association.
- 60 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.
- 61 The books of account shall be kept at the Office or, subject to the Companies Acts, at such other place or places as the Board shall think fit, and shall always be open to inspection by the members of the Board. The Board may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members of the accounts and books of the Association or any of them, but, subject to such restrictions, the accounts and books of the Association shall be open to the inspection of the Members at all reasonable times during business hours.

NOTICES

- 62 A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid first class letter, addressed to such Member at its registered address as appearing in the register of Members or by fax or electronic mail to a number or address provided by the Member for this purpose or by leaving it at that registered address addressed to the Member or by any other means authorized in writing by the Member concerned.

- 63 Any Member described in the register of Members by an address not within the United Kingdom, which shall from time to time give the Association an address within the United Kingdom at which notices may be served upon it, shall be entitled to have notices served upon it at such address, but save as aforesaid and as provided by the Companies Act, only those Members that are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
- 64 Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the letter containing the notice is put into the post, and in proving such service or delivery it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post as a prepaid letter. Any notice or other document not sent by post but left at a registered address or sent by fax or electronic mail or other instantaneous means of transmission shall be deemed to have been served or delivered on the day it was so left or sent. Any notice or other document served or delivered by any other means authorised in writing by the Member concerned shall be deemed to have been served when the Association has carried out the action it has been authorised to take for that purpose.

INDEMNITY

- 65 Every director or other officer or auditor of the Association shall be indemnified (to the extent permitted by sections 232, 234, 532 and 533 of the Companies Act 2006) out of the assets of the Association against any loss or liability which he / she sustains or incurs in connection with the execution of the duties of his / her office; this may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Companies Act 2006), any liability incurred by him / her in defending any proceedings (whether civil or criminal) in which judgement is given in his / her favour or in which he / she is acquitted or any liability in connection with an application in which relief is granted to him / her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Association.
- 66 The Association shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the Association may sustain or incur in connection with the execution of the duties of his / her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Companies Act 2006 (negligence etc. of a director).